

Exhibit 472 to the Cisneros Declaration, Revised Version

From: Shona Brown <shona@google.com> on behalf of Shona Brown
Sent: Friday, October 01, 2010 4:37 PM
To: Campbell, Bill
Cc: Prasad Setty; Eric Schmidt; Laszlo Bock
Subject: Re: Mtg notes from LDCC conversation on comp increases

Agree. Well done Prasad. Also, good job in management team meeting last week as well.

On Fri, Oct 1, 2010 at 9:29 AM, Campbell, Bill <Bill_Campbell@intuit.com> wrote:

Prasad

Great 'minutes'/summary.

Bill

From: Prasad Setty [mailto:prasadsetty@google.com]
Sent: Wednesday, September 29, 2010 5:01 PM
To: Eric Schmidt; Campbell, Bill; Shona Brown; Laszlo Bock
Subject: Mtg notes from LDCC conversation on comp increases

Eric, here are the meeting notes from our conversation with Paul and John on Monday regarding Big Bang.

Bill, Shona, Laszlo and I attended the meeting. Please let us know if you have any qns.

Summary

- Paul and John are in favor of the Big Bang program. They think it's a bold idea and are supportive of bringing it to the full Board for discussion on 10/13
- In addition to the current rationale that we've presented, they would like to see a business case based on talent attraction and retention measures

Discussion

I. What is the business rationale?

- Our profit margins are very healthy

EXHIBIT 472
Deponent Okellini
Date 4-29-13
Gina V. Carbone, CSR

- Our talent is top of market across the board. We have had a number of programs in the past for top performers, but we believe there's huge value in the rest of our talent as well.

- Googlers express a preference for base pay and heavily discount equity

- While comp is not the only lever we're pursuing, this program will help with talent attraction and retention

- AI: Develop a 2-page proposal for the full Board meeting. For the LDCC session, include talent attraction and retention measures in the business case

2. A part of the proposal is about shifting bonus \$ to base pay because employees are not able to see direct linkage of their work to an all-company bonus multiplier? Why not shift to a BU-based bonus program with specific targets for YouTube, Android, etc?

- Paul and Bill shared that the BU model doesn't work based on their prior experiences. It is very hard to get employees to move across BUs and work towards collective organizational goals. An all-for-one, one-for-all system works best.

- Since we don't provide guidance publicly, we don't tell Googlers how we're tracking throughout the year towards the company bonus plan. So, Googlers don't have transparency on how we're tracking against company bonus targets, and how they can help with achieving business goals. But we don't want to change our philosophy of not providing guidance.

3. How do executive bonuses work and what's the variability?

- Based on the conversation with Eric, we decided that execs will not see similar changes as Googlers, but will have more of their increases in variable pay. Also, their bonus targets will be based half on company performance

- Individual multipliers can vary from 0 to 3.5.

4. What else are you doing to manage attrition?

- Title discussion with the OC coming up

- Rotation programs in Sales, Finance, Product, People Ops. Also started a rotation program with KP.

5. What impact will this have on the Valley?

- May put pressure on pay for coveted technical jobs and increase pay systematically for these jobs

- Puts lots of pressure on "Flaky" startups

- Google will be the magnet for Finance/HR and other G&A jobs (Paul)

Action items:

- Show before/after pay for OC, select VPs (Vic Gundotra, Marissa, Salar) and a couple of average Googlers. Include ratios of comp at sr. vs. junior levels. Show both target cash increases and actual cash increases.

- Develop 2 pg proposal for full Board mtg on 10/13 including a section on managing internal/external PR

- Develop LDCC section on Big Bang for 10/13 mtg including talent attraction and retention metrics

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